

February 23, 2011

RECORDED, 29657-E

FEB 23 '11 -7 30 AM

SURFACE TRANSPORTATION BOARD

Chief  
Section of Administration  
Office of the Proceedings  
Surface Transportation Board  
395 E Street, S.W.  
Washington, DC 20423-0001

Re: Union Pacific Railroad Company  
Capital Lease Financing  
UPRR 2011-A

Dear Section Chief:

I am enclosing for recording pursuant to Section 11301 of Title 49 of the United States Code, a copy of the Memorandum of Lessee Mortgage Agreement (UPRR 2011-A), dated as of February 23, 2011, by BTMU Capital Corporation, as lessor (the "*Lessor*"), in favor of Union Pacific Railroad Company, as lessee ("*Lessee*"), a secondary document as defined in the Surface Transportation Board's Rules for the Recordation of Documents.

The enclosed document relates to the Memorandum of Lease Agreement (UPRR 2011-A), dated as of February 23, 2011, between Lessor and Lessee which is being submitted for recording concurrently therewith.

The names and addresses of the parties to the enclosed document are as follows:

Lessor	BTMU Capital Corporation 111 Huntington Avenue, Suite 400 Boston, Massachusetts 02199
Lessee:	Union Pacific Railroad Company 1400 Douglas Street Omaha, Nebraska 68179

Chapman and Cutler LLP

A description of the equipment covered as of the date hereof by the aforesaid memorandum is:

50 GE Dash 9-44CW Locomotives within the Series UP 9614 - UP 9663  
as more specifically described in Exhibit A attached hereto.

A short summary of the document to appear in the index follows:

Memorandum of Lessee Mortgage Agreement (UPRR 2011-A).

A fee of forty-one dollars (\$41.00) is enclosed. Please time and date stamp the enclosed copy of the enclosed document along with the extra copy of this letter as proof of filing and recordation of the enclosed document and return the original and any extra copies of such document and this letter not needed by the Board for recordation to:

Robert Alvord, Esq.  
Alvord and Alvord  
1050 Seventeenth Street, N.W.  
Suite 301  
Washington, DC 20036

If you have any questions or need further information, please do not hesitate to contact the undersigned at (312) 845-3465.

Sincerely,

CHAPMAN AND CUTLER LLP

By   
Karim R. Merchant

KRM/dk  
Enclosures

**EXHIBIT A**

**TYPE A-1 EQUIPMENT**

<b>EQUIPMENT</b>	<b>QUANTITY</b>	<b>ROAD NUMBERS</b>
GE Dash 9-44 CW Diesel-	34	UP 9630
Electric Freight Locomotives		UP 9631
manufactured by General Electric		UP 9632
Company		UP 9633
		UP 9634
		UP 9635
		UP 9636
		UP 9637
		UP 9638
		UP 9639
		UP 9640
		UP 9641
		UP 9642
		UP 9643
		UP 9644
		UP 9645
		UP 9646
		UP 9647
		UP 9648
		UP 9649
		UP 9650
		UP 9651
		UP 9652
		UP 9653
		UP 9654
		UP 9655
		UP 9656
		UP 9657
		UP 9658
		UP 9659
		UP 9660
		UP 9661
		UP 9662
		UP 9663

### **TYPE A-2 EQUIPMENT**

<b>EQUIPMENT</b>	<b>QUANTITY</b>	<b>ROAD NUMBERS</b>
<b>GE Dash 9-44 CW Diesel- Electric Freight Locomotives manufactured by General Electric Company</b>	<b>16</b>	<b>UP 9614 UP 9615 UP 9616 UP 9617 UP 9618 UP 9619 UP 9620 UP 9621 UP 9622 UP 9623 UP 9624 UP 9625 UP 9626 UP 9627 UP 9628 UP 9629</b>

RECORDATION NO. 29657-E FILED

FEB 23 '11 -7 30 AM

**MEMORANDUM OF LESSEE MORTGAGE AGREEMENT  
(UPRR 2011-A)**

**SURFACE TRANSPORTATION BOARD**



Memorandum of Lessee Mortgage Agreement (UPRR 2011-A), made and entered into as of February 23, 2011 by and between BTMU CAPITAL CORPORATION, a Delaware corporation ("*Lessor*"), and UNION PACIFIC RAILROAD COMPANY, a Delaware corporation ("*Lessee*").

**WITNESSETH:**

The undersigned have entered into that certain Lessee Mortgage Agreement (UPRR 2011-A) (as amended, supplemented or modified, the "*Lessee Mortgage*"), dated as of February 1, 2011, by which the Lessor has granted a security interest in certain railroad equipment under the Lease Agreement (UPRR 2011-A) dated as of February 1, 2011 (as amended, supplemented or modified, the "*Lease*") between Lessor and Lessee, bearing road numbers as listed on Exhibit A attached hereto and all other railroad equipment that becomes subject to the Lease to the Lessee in order to secure the Lessor's performance of its obligations as described in the Lessee Mortgage.

IN WITNESS WHEREOF, the parties hereto have each caused this memorandum to be duly executed by their respective officers duly authorized as of the date and year first above written.

BTMU CAPITAL CORPORATION

By   
Name: Cheryl A. Behan  
Title: Senior Vice President 

Executed on this 17<sup>th</sup> day of February, 2011.

UNION PACIFIC RAILROAD COMPANY

By \_\_\_\_\_  
Name: Gary W. Grosz  
Title: Assistant Treasurer

Executed on this \_\_\_\_ day of February, 2011.

IN WITNESS WHEREOF, the parties hereto have each caused this memorandum to be duly executed by their respective officers duly authorized as of the date and year first above written.

BTMU CAPITAL CORPORATION

By \_\_\_\_\_

Name:

Title:

Executed on this \_\_\_\_ day of February, 2011.

UNION PACIFIC RAILROAD COMPANY

By \_\_\_\_\_

Name: Gary W. Grosz

Title: Assistant Treasurer

Executed on this 13<sup>rd</sup> day of February, 2011.

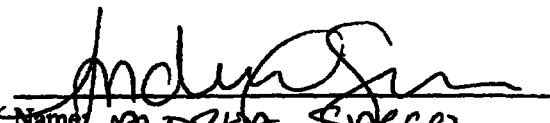
STATE OF MASSACHUSETTS )

COUNTY OF SUFFOLK )

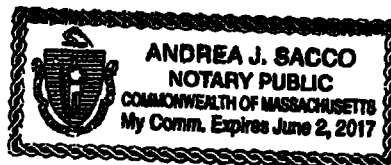
SS.: .

On this, the 17<sup>th</sup> day of February, 2011, before me, a Notary Public in and for said County and State, personally appeared Cheryl A. Behan, who being by me duly sworn, says that (s)he is the Senior Vice President of BTMU CAPITAL CORPORATION, that said instrument was signed on February \_\_, 2011 on behalf of said corporation by authority of its Board of Directors, and (s)he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal on the date above mentioned.

  
Name: Andrea Sacco  
Notary Public  
My Commission Expires: JUNE 2, 2017  
Residing in Suffolk County

(SEAL)



STATE OF NEBRASKA )

COUNTY OF DOUGLAS )

SS:

On this, the \_\_\_\_ day of February, 2011, before me, a Notary Public in and for said County and State, personally appeared Gary W. Grosz, who being by me duly sworn, says that he is the Assistant Treasurer of UNION PACIFIC RAILROAD COMPANY, that said instrument was signed on February \_\_, 2011, on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal on the date above mentioned.

\_\_\_\_\_  
Name:  
Notary Public  
My Commission Expires:  
Residing in \_\_\_\_\_

(SEAL)



STATE OF \_\_\_\_\_ )  
 ) SS.:  
COUNTY OF \_\_\_\_\_ )

On this, the \_\_\_\_ day of February, 2011, before me, a Notary Public in and for said County and State, personally appeared \_\_\_\_\_, who being by me duly sworn, says that (s)he is the \_\_\_\_\_ of BTMU CAPITAL CORPORATION, that said instrument was signed on February \_\_\_, 2011 on behalf of said corporation by authority of its Board of Directors, and (s)he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal on the date above mentioned.

\_\_\_\_\_  
Name:  
Notary Public  
My Commission Expires:  
Residing in \_\_\_\_\_

(SEAL)

STATE OF NEBRASKA )  
 ) SS:  
COUNTY OF DOUGLAS )

On this, the 23<sup>rd</sup> day of February, 2011, before me, a Notary Public in and for said County and State, personally appeared Gary W. Grosz, who being by me duly sworn, says that he is the Assistant Treasurer of UNION PACIFIC RAILROAD COMPANY, that said instrument was signed on February 23, 2011, on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal on the date above mentioned.



My Commission Expires: 12-15-2014

Pam Neuman  
\_\_\_\_\_  
Name:  
Notary Public

**EXHIBIT A**

**TYPE A-1 EQUIPMENT**

<b>EQUIPMENT</b>	<b>QUANTITY</b>	<b>ROAD NUMBERS</b>
<b>GE Dash 9-44 CW Diesel- Electric Freight Locomotives manufactured by General Electric Company</b>	<b>34</b>	<b>UP 9630</b>
		<b>UP 9631</b>
		<b>UP 9632</b>
		<b>UP 9633</b>
		<b>UP 9634</b>
		<b>UP 9635</b>
		<b>UP 9636</b>
		<b>UP 9637</b>
		<b>UP 9638</b>
		<b>UP 9639</b>
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		<b>UP 9649</b>
		<b>UP 9650</b>
		<b>UP 9651</b>
		<b>UP 9652</b>
		<b>UP 9653</b>
		<b>UP 9654</b>
		<b>UP 9655</b>
		<b>UP 9656</b>
		<b>UP 9657</b>
		<b>UP 9658</b>
		<b>UP 9659</b>
		<b>UP 9660</b>
		<b>UP 9661</b>
		<b>UP 9662</b>
		<b>UP 9663</b>

### **TYPE A-2 EQUIPMENT**

<b>EQUIPMENT</b>	<b>QUANTITY</b>	<b>ROAD NUMBERS</b>
<b>GE Dash 9-44 CW Diesel-</b>	<b>16</b>	<b>UP 9614</b>
<b>Electric Freight Locomotives</b>		<b>UP 9615</b>
<b>manufactured by General Electric</b>		<b>UP 9616</b>
<b>Company</b>		<b>UP 9617</b>
		<b>UP 9618</b>
		<b>UP 9619</b>
		<b>UP 9620</b>
		<b>UP 9621</b>
		<b>UP 9622</b>
		<b>UP 9623</b>
		<b>UP 9624</b>
		<b>UP 9625</b>
		<b>UP 9626</b>
		<b>UP 9627</b>
		<b>UP 9628</b>
		<b>UP 9629</b>

**CERTIFICATION**

I, Robert W. Alvord, attorney licensed to practice in the State of New York and the District of Columbia, do hereby certify under penalty of perjury that I have compared the attached copy with the original thereof and have found the copy to be complete and identical in all respects to the original document.

Dated: 2/23/11



\_\_\_\_\_  
Robert W. Alvord